

EXHIBIT B

[Proposed Form of Order]

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W. R. GRACE & CO., et al.)	Case No. 01-01139 (JKF)
)	(Jointly Administered)
Debtors.)	
)	Re: Docket No. ____
)	Agenda Item No. ____
)	

**ORDER AUTHORIZING SETTLEMENT WITH THE
PRUDENTIAL INSURANCE COMPANY OF AMERICA FOR ASBESTOS PD CLAIMS
ON ATTACHED LIST AND GRANTING CERTAIN RELATED RELIEF**

This matter coming before the Court on the “Motion of Debtors for Entry of an Order Authorizing Settlements of The Prudential Insurance Company of America’s Asbestos Property Damage Claims (the “Motion”) filed by the Debtors;¹ the Court having reviewed the Motion; the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and (c) notice of the Motion was adequate under the circumstances; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein;

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.

¹ Capitalized terms not defined herein shall have the meaning ascribed to them in the Motion.

2. The Settlement, a copy of which is annexed to the Motion as Exhibit A, is APPROVED.

3. The Debtors shall be, and hereby are, authorized to enter into the Settlement, and are authorized to execute, deliver, implement and fully perform any and all obligations, instruments, documents and papers and to take any and all actions reasonably necessary or appropriate to consummate the Settlement and perform any and all obligations contemplated therein.

4. As stated in Paragraph 23 of the Settlement, the Asbestos Property Damage Claimants Committee and non-settling Asbestos PD claimants have agreed to defer and thus reserve the right to challenge the provision in Paragraph 23 of the Settlement that does not allow for the Settlements to be construed, offered or received by anyone for any purpose whatsoever, including, but not limited to an estimation proceeding under section 502(c) of the Bankruptcy Code or in respect of confirmation of a plan of reorganization; provided, however, that the Debtors preserve their right to object to any such use.

5. This Court retains jurisdiction to interpret, implement, and enforce the provisions of this Order subject to the provisions of the Settlement.

Dated: September __, 2007

The Honorable Judith K. Fitzgerald
United States Bankruptcy Judge